

RECORDATION NO. 24199-K FILED

NOV 13 '06

2-19 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

**VIA UPS 2<sup>nd</sup> DAY AIR**

November 9, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24199.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Georgia Southwestern Railroad, Inc.  
78 Pulpwood Rd.  
Dawson, GA 39842

A description of the railroad equipment covered by the enclosed document is one hundred eighteen (118) 4750 cu. ft. covered hopper railcars, with NOKL car marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne  
Rail Documentation Specialist

Enclosures

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ASSGN. NO.: GSWR028

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

15th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the September day of September, 2005 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Southwestern Railroad, a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 22 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 1, 2005, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
By: [Signature]  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION Executed on this 15th day of September, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

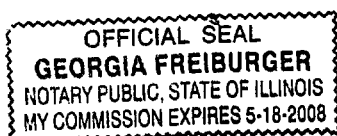
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of September, 2005.

[Signature]  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



LESSEE:

GEORGIA SOUTHWESTERN RAILROAD

ATTEST:

By: Terry R. Small  
Name: Georgia Southwestern Railroad, Inc.  
Title: By Terry R. Small, Its President

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 31 day of AUGUST, 2005.

[CORPORATE SEAL]

STATE OF Georgia  
COUNTY OF Terrell

I, Carlton Crimes, a Notary Public of the County and State aforesaid, certify that  
Terry Small personally appeared before me this day and acknowledged his/her due  
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31<sup>st</sup> day of August, 2005.

Carlton Crimes  
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MARCH 4, 2007  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           One hundred eighteen (118)

DESCRIPTION OF CARS:    4750 cu. ft. covered hopper cars with trough hatch covers,  
gravity gates, and 263,000/268,000 lbs. gross weight on rail

CAR NUMBERS:

NOKL 003086	NOKL 822477	NOKL 827644	NOKL 830244
NOKL 003133	NOKL 822480	NOKL 827672	NOKL 830252
NOKL 003227	NOKL 822486	NOKL 827749	NOKL 830258
NOKL 003629	NOKL 822490	NOKL 827901	NOKL 830297
NOKL 818229	NOKL 822493	NOKL 827902	NOKL 830314
NOKL 818232	NOKL 822496	NOKL 828193	NOKL 830331
NOKL 818550	NOKL 822504	NOKL 828238	NOKL 830357
NOKL 820552	NOKL 822506	NOKL 828319	NOKL 830365
NOKL 821499	NOKL 822507	NOKL 828415	NOKL 830372
NOKL 821505	NOKL 822512	NOKL 828473	NOKL 830379
NOKL 821763	NOKL 822518	NOKL 828490	NOKL 830482
NOKL 821771	NOKL 823053	NOKL 828493	NOKL 830487
NOKL 821964	NOKL 823089	NOKL 828512	NOKL 830506
NOKL 821966	NOKL 823308	NOKL 828566	NOKL 830518
NOKL 821981	NOKL 823347	NOKL 828596	NOKL 830523
NOKL 822007	NOKL 823363	NOKL 828619	NOKL 830693
NOKL 822027	NOKL 823566	NOKL 828644	NOKL 830697
NOKL 822029	NOKL 823571	NOKL 828645	NOKL 831010
NOKL 822036	NOKL 824271	NOKL 828646	NOKL 831127
NOKL 822039	NOKL 824462	NOKL 828650	NOKL 831164
NOKL 822172	NOKL 826239	NOKL 828670	NOKL 832306
NOKL 822246	NOKL 826407	NOKL 828685	NOKL 832328
NOKL 822274	NOKL 826561	NOKL 828766	NOKL 832382
NOKL 822298	NOKL 826570	NOKL 829038	NOKL 832446
NOKL 822326	NOKL 826682	NOKL 829834	NOKL 832987
NOKL 822329	NOKL 826775	NOKL 829835	NOKL 832992
NOKL 822349	NOKL 826851	NOKL 829866	NOKL 833303
NOKL 822351	NOKL 826866	NOKL 830225	NOKL 839076
NOKL 822352	NOKL 827431	NOKL 830237	
NOKL 822406	NOKL 827624	NOKL 830240	